



D P WIRES LIMITED

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info@dpwires.co.in, investors@dpwires.co.in

www.dpwires.co.in

Date: - May30th 2024

To, National Stock Exchange of India Limited, Listing Department Exchange Plaza,C-1 Block-G, Bandra-Kurla Complex, Bandra(E) ,Mumbai-400051	To, Bombay Stock Exchange, Listing Department, P.J. Tower, Dalal Street ,Fort, Mumbai-400001
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Sub: Submission of Regulation 24A of SEBI (LODR), Regulations, 2015 & SEBI Circular dated Feb. 8, 2019

Ref: DP WIRES LIMITED: Script Code (NSE- DPWIRES)

Dear Sir/Madam,

Pursuant to the requirement of **Regulation 24A of SEBI (LODR), Regulations, 2015 & SEBI Circular dated Feb. 8, 2019**, we DP WIRES Limited, hereby submit Certificate of Secretarial compliance report under Regulation 24A of SEBI(LODR) as on 31st March, 2024.

Kindly take the same on records.

Thanking you.

Yours Faithfully
For DP WIRES Limited

KRUTIKA
MAHESHWARI

Digitally signed by
KRUTIKA MAHESHWARI
Date: 2024.05.30
23:08:50 +05'30'

KRUTIKA MAHESHWARI
Company secretary & Compliance Officer



CIN: L27100MP1998PLC029523

Registered Office

16 - 18A, Industrial Area, Ratlam, Madhya Pradesh, India - 457001



SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

**Secretarial Compliance Report of D P Wires Limited for the financial year ended
March 31, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by D P Wires Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 16 - 18 A, Industrial Estate, Ratlam, Madhya Pradesh. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I. CS Shweta Garg have examined:

- (a) all the documents and records made available to us and explanation provided by D P Wires Limited ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges.
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) and circulars/ guidelines issued thereunder;

The Regulations or guidelines as the case may be were not applicable to the listed entity for the review period and based on the above examination, I hereby report that, during the Review Period:

1. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars guidelines issued thereunder, except in respect of matters specified below:



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SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")	Regulation 17 (IA)	Delay in obtaining approval of members for continuation of non executive director who has attained the age of 75 years	NSE	Notice for non-compliance	Mr. Kantilal Katari attained the age of 75 year. Approval of members was taken with delay a delay of 31 days	Rs. 62000	The Company had to obtain previous approval of shareholders for continuation of NED beyond the age of 75 year	The Company has paid the fine amount and closed the matter	The Company has paid the fine amount. Hence the matter can be taken as closed

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

Sr.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/ deviations and actions taken penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Variation in data submitted in SHP and SDD. Name of one of the group entities not mentioned in SDD	2022 - 2023	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - Regulation 3	NSE sought clarification from the listed entity. The same was submitted by the listed entity	Immediate action taken by way of correction and updation of details in SDD	The Company took an immediate action to correct the mistake
2.	While submitted shareholding pattern, Sub category of 3 promoters wrongly selected as Central Government / State Government	2022 - 2023	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" Regulation 31)	NSE sought clarification from the listed entity. The same was submitted by the listed entity	Immediate action taken by way of correction and updation of details in SHP	The Company took an immediate action to correct the mistake



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SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

I. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional Website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	None



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any subsidiaries
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions:</p> <p>(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	<p>The Company took omnibus approval from the Audit Committee for all the related party transactions. For some of the material related party transactions, the shareholder's approval was required which was obtained at AGM held on September 30, 2023. However the Company had already entered into RPT before approval of shareholders.</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>The Company was maintaining SDD in software in house. Some lacks were noticed in identification of Designated persons and dates. Some suggestions are given for updation of information and entry in the software which are accepted by the concerned officer.</p>
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph mentioned above.</p>	Yes	As per Point 1 (a) above
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	None

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



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SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore
Date: May 30, 2024



Signature: *Shweta*
Name of PCS: CS Shweta Garg
FCS No.:5501
C P No.: 4984
PRC No. 2131/2022
UDIN : F005501F000505286